

WHISTLEBLOWER POLICY AND PROCEDURE

First Adopted by the Board on 15 May 2019
Amendments adopted by the Board 12 December 2019

Whistleblower Policy and Procedure

1.0 Purpose

Australian Finance Group Ltd and its related bodies corporate (**AFG**) are committed to supporting Whistleblowers. The purpose of this Whistleblower Policy and Procedure is to confirm:

- the different people a Whistleblower can make a Whistleblower Report to;
- the protections which AFG has in place to ensure a Whistleblower does not suffer detriment from making a Whistleblower Report; and
- the process which will occur to investigate Whistleblower Reports.

2.0 Scope

This Whistleblower Policy and Procedure applies to all current and former AFG officers and employees including permanent employees (full-time, part-time, or casual) and temporary employees (agency employees, contractors, casuals and consultants). It also applies to current and former individual suppliers of AFG and related persons to each of these categories.

This Whistleblower Policy and Procedure does not apply to personal work-related grievances. AFG has a separate Grievance Policy and Procedure which applies to these types of concerns. An issue which impacts an individual employee personally, but does not pertain to misconduct or an improper state of affairs in relation to AFG, may likely be a personal work-related grievance. Examples include: an interpersonal conflict between an employee and another employee; a decision relating to the employment, transfer or promotion of an employee; a decision relating to the employment terms and conditions of an employee; or a decision to discipline, suspend or terminate the employment of an employee. An individual who lodges a personal work-related grievance (or other type of grievance which does not qualify as a Whistleblower Report) will generally not qualify for the protections which apply to Whistleblowers under the *Corporations Act 2001* (Cth), but may qualify for different protections under other legislation.

This policy does not form part of any contract of employment or any industrial agreement.

3.0 Key Definitions

In this Whistleblower Policy and Procedure:

- A **Whistleblower** includes any current or former officer, employee, supplier (including a supplier's employees) of AFG or an individual associate (as that term is defined in the *Corporations Act 2001* (Cth)) of AFG, as well as a relative, spouse or dependant of any of those people.
- A **Whistleblower Officer** means a person authorised by AFG to receive a Whistleblower Report and as at the date of this document is the persons set out in section 5.0 of this Whistleblower Policy and Procedure.
- An **AFG Officer or Senior Manager** means any person who is a director, company secretary, Chief Operating Officer or Chief Financial Officer of AFG.
- A **Whistleblower Report** is a disclosure by a Whistleblower to a Whistleblower Officer or an AFG Officer or Senior Manager where the Whistleblower has reasonable grounds to suspect:
 - misconduct, or an improper state of affairs or circumstances within AFG; or
 - that AFG or an officer or employee of AFG has contravened a relevant law (including the *Corporations Act 2001* (Cth) or the *National Consumer Credit Protection Act 2009* (Cth)), or engaged in conduct that represents a danger to the public or the financial system.

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- The protections under the *Corporations Act 2001* (Cth) which apply to Whistleblower Reports are summarised throughout this document.

4.0 Responsibilities

It is the responsibility of:

4.1 Whistleblower Officers and all AFG Officers or Senior Managers

- To be available for lodgement of Whistleblower Reports and to address any such Whistleblower Report received in line with this Whistleblower Policy and Procedure.
- To support AFG's commitment to protecting Whistleblowers.

4.2 Chair of Board Risk and Compliance Committee (BRACC)

- Where provided with investigation findings from a Whistleblower Report (see section 7.0 below), to take any necessary steps to remediate any misconduct or other impropriety that is identified.

4.3 Human Resources

- To provide secure, confidential storage of Whistleblower Report records, and potentially assist Whistleblower Officers in investigating matters reported under this Whistleblower Policy and Procedure where so directed.
- To provide this Whistleblower Policy and Procedure to new employees of AFG, and ensure that an up-to-date version is published on AFG's corporate website and internal intranet.

4.4 All AFG employees

- If they witness misconduct as described in this Whistleblower Policy and Procedure, to report same through the channels provided to Whistleblowers.

5.0 Lodgement of Whistleblower Report

- There are multiple internal channels to make a Whistleblower Report including to separate Whistleblower Officers at executive and board level.
- A Whistleblower is not obligated to disclose their identity in a Whistleblower Report.
- A Whistleblower may make the Whistleblower Report (in person or in writing) to any individual Whistleblower Officer or AFG Officer or Senior Manager who they choose, or may advise all Whistleblower Officers at once (in writing) if they prefer.
- A Whistleblower Report should include a description of the misconduct alleged or suspected, and ideally include date, time, location, name of person/s involved, possible witnesses, inclusion or reference to any relevant evidence.

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- The current Whistleblower Officers and their contact details are set out below:

Whistleblower Officers			
Area	Title / Name	Email	Phone numbers
Executive	Head of Risk & Compliance Tony Bird	tony.bird@afgonline.com.au	08 9420 7024
Executive	General Counsel Michelle Palethorpe	michelle.palethorpe@afgonline.com.au	08 9420 7815
Executive	Amanda Divirgilio Human Resources Manager	amanda.divirgilio@afgonline.com.au	08 9420 7058
Board of Directors	Non-Executive Director Jane Muirsmith	jane.muirsmith@afgonline.com.au	
Board of Directors	Non-Executive Director Craig Carter	craig.carter@afgonline.com.au	

- We encourage any Whistleblower to report internally in the first instance. However there are also certain external parties to whom a Whistleblower may make a Whistleblower Report– these parties include:
 - An auditor of AFG (including a member of an audit team conducting an audit);
 - A legal practitioner (for the purposes of obtaining legal advice or representation in relation to legislation governing Whistleblowers);
 - Australian Securities Investment Commission (ASIC) or Australian Prudential Regulatory Authority (APRA) or any other Commonwealth body prescribed by regulation.
- Making a Whistleblower Report to one of the above external parties qualifies for equivalent protections, as when a Whistleblower Report is made through an internal AFG reporting channel.
- A Whistleblower Report, qualifying for protection under the *Corporations Act 2001 (Cth)*, may also be made to a journalist or parliamentarian (in federal, state or territory parliament) under certain circumstances, where the Whistleblower reasonably believes this is in the public interest, or where an emergency applies. A Whistleblower must have already made a Whistleblower Report to ASIC, APRA or another prescribed body prior to making a public interest or emergency disclosure to a journalist or parliamentarian. Other requirements under the *Corporations Act 2001 (Cth)* also apply, so AFG recommend that a Whistleblower seek independent legal advice prior to making a Whistleblower Report to a journalist or parliamentarian.

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6.0 Protection and confidentiality requirement for Whistleblower

- A Whistleblower Officer, or other AFG Officer or Senior Manager who receives a Whistleblower Report, must (in almost all cases) maintain confidentiality of the Whistleblower's identity.
- There are very limited exceptions to the confidentiality requirement above – these include where the Whistleblower explicitly consents to certain other people knowing their identity, or where the Whistleblower's identity is disclosed to certain government bodies such as the Australian Federal Police, the ASIC or the APRA to enable one of those bodies to conduct its duties.
- A Whistleblower Officer, or other AFG Officer or Senior Manager who receives a Whistleblower Report, may appoint an AFG manager/s (of appropriate seniority and experience) to manage an investigation, however the AFG manager/s must not be advised the identity of the Whistleblower, unless the Whistleblower consents. A manager appointed to investigate must not be a person implicated, directly or indirectly in the Whistleblower Report which is being investigated.
- All files and records created from an investigation will be retained under strict security and confidentiality requirements within AFG's Human Resources department. A Whistleblower's identity must be redacted from records centrally stored with AFG's Human Resources department.
- The Chair of the BRACC will be advised in writing as soon as practicable upon the lodgement of a Whistleblower Report by the Whistleblower Officer or other AFG Officer or Senior Manager who receives the Whistleblower Report. The Whistleblower's identity must not be disclosed in this process, unless the Whistleblower consents otherwise. The Chair of BRACC will also receive a report when the investigation is progressed or finalised (see section 7.0 below for further detail).
- AFG is committed, and has a legal obligation to ensure, that any Whistleblower who makes a Whistleblower Report in good faith is protected and is not subjected to detriment. This requirement remains in place where a Whistleblower's suspicion of misconduct ultimately proves unfounded, provided the Whistleblower Report was made in good faith. Detriment includes (without limitation) dismissal, injury of employment, alteration of duties to an employee's disadvantage, discrimination, harassment or intimidation, harm or injury, damage to a person's property, reputation, business or financial position.
- If a person believes they have received detrimental treatment as a result of making a Whistleblower Report they should lodge a grievance with one of AFG's Whistleblower Officers immediately. The Whistleblower Officer should appoint a senior person within Human Resources to investigate the grievance and report back as soon as practicable. The Whistleblower Officer may need to disclose the Whistleblower's identity to the Human Resources investigator so that the grievance can be investigated properly. If it is found that a Whistleblower has suffered detriment for making a Whistleblower Report, AFG will take all reasonable steps to remedy that detriment.
- Where a person within AFG is found to have caused detriment to a Whistleblower for making a Report under this Whistleblower Policy and Procedure, they may be subject to disciplinary action including potential dismissal.
- A Whistleblower can also seek compensation or other remedies through the courts if they believe they have suffered loss, damage or injury due to making a Whistleblower Report, and AFG failed to take reasonable steps to prevent this from occurring. We encourage any Whistleblower seeking such compensation to obtain independent legal advice.
- A Whistleblower is protected from any civil, criminal or administrative legal action or prosecution from making a Whistleblower Report in good faith. These protections do not grant immunity to a Whistleblower for misconduct they have engaged in which is revealed in a Whistleblower Report.

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7.0 Investigation of a Whistleblower Report

- A person with responsibility for investigating a Whistleblower report must do so without undue delay.
- The investigation must be conducted in a balanced manner and ensure that the person/s who is accused of misconduct is provided with procedural fairness. Normal standards expected of a fair and objective internal investigation must be adhered with.
- In conducting the investigation (especially where the investigator is aware of the Whistleblower's identity) all reasonable care must be taken to minimise the risk that the Whistleblower will be identified for any reason.
- The length of time necessary to complete the investigation will vary depending on various factors specific to the situation; in particular the level of complexity of the matters which require investigation.
- Feedback to a Whistleblower regarding progress of an investigation can be provided where it is considered appropriate by the recipient of the Whistleblower Report.
- Where an investigation of a Whistleblower Report has been finalised (or a sufficiently progressed preliminary view has been formed), a findings report from the investigator (**Investigation Report**) will be provided as soon as practicable to:
 - the Chair of BRACC; and
 - the original person/s who received the Whistleblower Report.
- The Investigation Report will not confirm the identity of the Whistleblower.
- Based on the Investigation Report, the Chair of the BRACC may initiate whatever steps (remedial or otherwise) which they deem appropriate to address the findings.

8.0 Availability & Training of this Whistleblower Policy & Procedure

- The latest version of this Whistleblower Policy and Procedure will be published externally on AFG's corporate website and on its internal intranet. This Whistleblower Policy and Procedure will be provided to existing officers and employees upon initial publication, and will be provided to new officers and employees on or around commencement with AFG.
- All AFG Officers, Senior Managers and Whistleblower Officers will receive training in relation to this Whistleblower Policy and Procedure, particularly in relation to investigating a Whistleblower Report.
- All AFG employees will receive training providing an overview of this Whistleblower Policy and Procedure.